

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY  
EQUIPMENT TRUST, SERIES I

RECORDATION NO. 7560-B Filed & Recorded

JAN 8 1976 -11 25 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 2, dated as of January 1, 1976, to Equipment Trust Agreement, dated as of July 1, 1974 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company") a Delaware corporation, and Harris Trust and Savings Bank, as Trustee (the "Trustee") an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series I, was created.

WHEREAS, the Company desires to cause certain items of railroad equipment to be acquired by the Trustee in addition to the Trust Equipment (as defined in the Agreement) previously acquired by the Trustee; and

WHEREAS, Section 3.4 of the Agreement provides for such acquisition.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Company and the Trustee hereby agree as follows:

1. The Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in and to the contracts for the construction of the Additional Equipment.

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
20	4180 cu.ft. capacity "Airslide" Covered Hopper Cars with roller bearing trucks (Class Ga-194), General American Transportation Corporation, builder; numbered 310555 to 310574, both inclusive	\$38,000	\$760,000

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA  
FE RAILWAY COMPANY

By *L. H. Harper*  
Vice President-Finance

ATTEST:

*C. F. Bezingus*  
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

By *W. J. [Signature]*  
VICE PRESIDENT

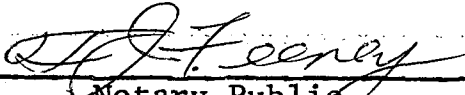
ATTEST:

*W. J. [Signature]*  
ASSISTANT SECRETARY

(CORPORATE SEAL)

STATE OF ILLINOIS     )  
                              )  
COUNTY OF C O O K    )   SS

On this sixth day of January, 1976, before me personally appeared R. W. HARPER, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

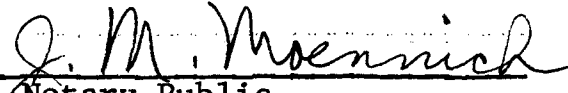
  
\_\_\_\_\_  
Notary Public

(Notarial Seal)

My Commission Expires MAY 29, 1977

STATE OF ILLINOIS     )  
                              )  
COUNTY OF C O O K    )   SS

On this sixth day of January, 1976, before me personally appeared J. L. SPRENG, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
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Notary Public

(Notarial Seal)

My Commission Expires SEPTEMBER 2, 1979

Revised in accordance with  
 Supplement No. 1, dated as of October 15, 1974, and  
 Supplement No. 2, dated as of January 1, 1976

## [Equipment Trust, Series I]

## SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
500	52'6" 70-ton insulated box cars with roller bearing trucks, Pacific Car and Foundry Company, builder; numbered 524300 to 524799, both inclusive ...	\$ 32,300	\$16,150,000
100	50'6" 100-ton hi-cube box cars with roller bearing trucks, Pullman Incorporated (Pullman-Standard division), builder; numbered 45900 to 45999, both inclusive .....	31,300	3,130,000
125	20,800 gal. capacity 70-ton tank cars, Richmond Tank Car Company, builder; numbered 98400 to 98524, both inclusive .....	20,000	2,500,000
200	50'6" 100-ton box cars with roller bearing trucks, ACF Industries, Inc., builder; numbered 501500 to 501699, both inclusive .....	26,000	5,200,000
22	50' 100-ton hi-roof box cars with roller bearing trucks, Pullman Incorporated (Pullman-Standard division), builder; numbered 37540 to 37561, both inclusive .....	53,000	1,166,000
35	60' 100-ton insulated box cars with roller bearing trucks, Pacific Car and Foundry Company, builder; numbered 625325 to 625359, both inclusive ...	40,800	1,428,000
160	89'4" 55-ton Snapac flat cars with roller bearing trucks, Whitehead and Kales Company, builder; numbered 700000 to 700159, both inclusive .....	52,800	8,448,000
11	Model U-36-C diesel electric locomotives, General Electric Company, builder; numbered 8763 to 8773, both inclusive .....	406,000	4,466,000
400	89'4" 70-ton Flat Cars with roller bearing trucks, Bethlehem Steel Corporation, builder; numbered 291500 to 291899, both inclusive .....	30,000	12,000,000
20	4180 cu. ft. capacity "Airslide" Covered Hopper Cars with roller bearing trucks (class Ga-194), General American Transportation Corporation, builder; numbered 310555 to 310574, both inclusive .....	38,000	760,000
Total .....			\$55,248,000